

Attachment #2
Articles of Incorporation

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EMPIRE ONE TELECOMMUNICATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "EOT ACQUISITION CORPORATION" TO "EMPIRE ONE TELECOMMUNICATIONS, INC.", FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 1:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3116877 8100H

AUTHENTICATION: 2515110

030445931

DATE: 07-08-03

**CERTIFICATE OF INCORPORATION OF
EOT ACQUISITION CORPORATION**

1. Name

The name of this corporation is EOT Acquisition Corporation (the "Corporation").

2. Registered Office And Agent

The registered office of the Corporation shall be located at Corporation Service Company, 1013 Centre Road, in the City of Wilmington, County of New Castle, State of Delaware, 19805. The registered agent of the Corporation at such address shall be Corporation Service Company.

3. Purpose And Powers

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all power necessary or helpful to engage in such acts and activities.

4. Capital Stock

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, all of one class, having a par value of \$.0001 per share (the "Common Stock").

5. Incorporator; Initial Directors

5.1. Incorporator

The name and mailing address of the incorporator (the "Incorporator") are Renee E. Rayfield, 1750 Tysons Boulevard, Suite 1800, McLean, Virginia 22102-3915. The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation.

5.2. Initial Directors

The following persons, having the following mailing addresses, shall serve as the directors of the Corporation until the first annual meeting of the stockholders of the Corporation and until their successors are elected and qualified:

| <i>NAME</i> | <i>MAILING ADDRESS</i> |
|--------------------|---|
| W. Todd Coffin | c/o Sonus Communication Holdings, Inc. 1600 Wilson Blvd., Suite 1008 Arlington, VA 22209 |
| Charles W. Albo | c/o Sonus Communication Holdings, Inc. 1600 Wilson Blvd., Suite 1008 Arlington, VA 22209 |
| Nana Maraneli | c/o Sonus Communication Holdings, Inc. 1600 Wilson Blvd., Suite 1008 Arlington, VA 22209 |

6. Board Of Directors

6.1. Number; Election

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot.

6.2. Limitation of Liability

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages except: (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director received any improper personal benefit.

7. Indemnification

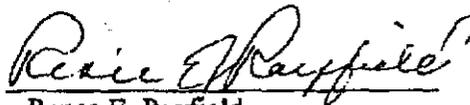
To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Corporation shall advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

8. Amendment Of Bylaws

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation (including, without limitation, bylaws adopted by the stockholders of the Corporation).

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, hereby certifies that the facts hereinabove stated are truly set forth, and accordingly executes this Certificate of Incorporation this 26th day of October, 1999.

By: 
Renee E. Rayfield,
Incorporator

CERTIFICATE OF MERGER
of
EMPIRE ONE TELECOMMUNICATIONS, INC.
with and into
EOT ACQUISITION CORPORATION

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, EOT Acquisition Corporation, Sonus Communication Holdings, Inc. and Empire One Telecommunications, Inc. do hereby certify to the following facts relating to the merger of Empire One Telecommunications, Inc. with and into EOT Acquisition Corporation (the "Merger"):

FIRST: That the name and state of incorporation of each constituent corporation which is a party to the Merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---|-------------------------------|
| Empire One Telecommunications, Inc. ("Merging Corporation") | New York |
| EOT Acquisition Corporation ("Surviving Corporation") | Delaware |

SECOND: That an agreement of merger (the "Merger Agreement") by and among Merging Corporation, Surviving Corporation, Sonus Communication Holdings, Inc. (the "Parent Corporation") and certain stockholders of the Merging Corporation named in the Merger Agreement has been approved, adopted, certified, executed and acknowledged by Parent Corporation and Surviving Corporation in accordance with the requirements of subsection 252(c) of the Delaware General Corporation Law (the "DGCL") and, pursuant to subsection 252(c) of the DGCL, by Merging Corporation in accordance with Section 904 of the New York Business Corporation Law (the "NYBCL"). The stockholders of Surviving Corporation have adopted the Merger Agreement pursuant to 251(c) of the DGCL by unanimous written consent and, in accordance with Section 251(c) of the DGCL, the stockholders of Merging Corporation have duly adopted the Merger Agreement by the affirmative vote of the requisite number of stockholders at a special meeting of stockholders duly called, noticed and held at which a quorum of stockholders was at all times present and voting, as required under Section 903 of the NYBCL. The approval of stockholders of Parent Corporation was not required under subsection 252(c) of the DGCL.

THIRD: The name of the surviving corporation in the Merger is EOT Acquisition Corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of EOT Acquisition Corporation shall be the certificate of incorporation of the Surviving Corporation; provided, however, that the certificate of incorporation of EOT Acquisition Corporation shall be amended hereby to delete Article 1 in its entirety and replaced in lieu thereof the following:

1. Name

The name of the corporation is Empire One Telecommunications, Inc. (the "Corporation").

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 1600 Wilson Blvd., Arlington, Virginia 22209.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

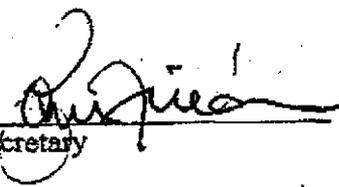
SEVENTH: The total number of authorized shares of capital stock of the Merging Corporation prior to the Merger was 1,000,000 shares of common stock, par value \$.0001 per share.

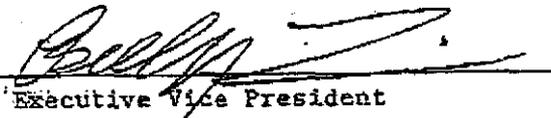
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IN WITNESS WHEREOF, Empire One Telecommunications, Inc., Sonus Communication Holdings, Inc. and EOT Acquisition Corporation have caused this Certificate of Merger to be duly executed in their corporate names as of this 29th day of MARCH, 2000.

[SEAL]

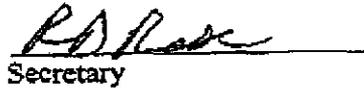
EMPIRE ONE TELECOMMUNICATIONS, INC.,
a New York corporation

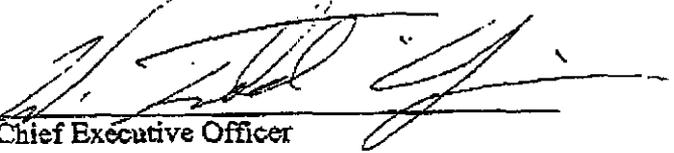
Attest: 
Secretary

By: 
Executive Vice President

[SEAL]

EOT ACQUISITION CORPORATION,
a Delaware corporation

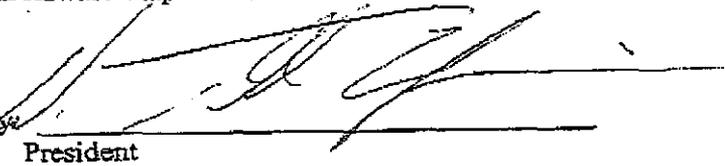
Attest: 
Secretary

By: 
Chief Executive Officer

[SEAL]

SONUS COMMUNICATION HOLDINGS, INC.
a Delaware corporation

Attest: 
Secretary

By: 
President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRE ONE TELECOMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3116877 8300

AUTHENTICATION: 2423850

030314374

DATE: 05-19-03

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EOT ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3116877 8100

AUTHENTICATION: 2423845

030314374

DATE: 05-19-03

**CERTIFICATE OF INCORPORATION OF
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7. Indemnification

To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Corporation shall advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

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By: 
Renee E. Rayfield,
Incorporator